Colex Holdings Limited
(Company Registration No.: 197101485G)
(Incorporated in Singapore)
(the "**Target Company**")

NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

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1. INTRODUCTION

The board of directors of the Target Company (the "**Board**") refers to:

(a) the joint announcement dated 17 October 2022 (the "**Joint Announcement**") issued by the Target Company and Bonvests Holdings Limited (the "**Offeror**") on the proposed privatisation of the Target Company through the acquisition (the "**Privatisation**") of all the issued ordinary shares in the capital of the Target Company, other than the Target Company Shares held by the Offeror and Coop International Pte Ltd (a wholly owned subsidiary of the Offeror), by the Offeror, by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 and the Singapore Code on Take-overs and Mergers;

(b) the announcement dated 12 December 2022 issued by the Target Company in relation to the hearing of Originating Application HC/OA 820/2022, which was an application filed by the Target Company in the High Court of the Republic of Singapore (the "**Court**") on 6 December 2022 for leave to convene the meeting of the Scheme Shareholders to approve the Scheme (the "**Scheme Meeting**");

(c) the announcement dated 9 January 2023 (the "**AIP Announcement**") made by the Target Company, in relation to the receipt of approval-in-principle from the Singapore Exchange Regulation Pte. Ltd. (the "**SGX Regco**") for the proposed delisting of the Target Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms, subject to:

(ii) the Target Company's compliance with the SGX-ST's listing requirements;

(iii) approval of the Scheme by a majority in number of shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the shares voted at the Scheme Meeting;

(iv) the IFA opining that the financial terms of the Scheme are both fair and reasonable; and

(v) the Court sanctioning of the Scheme.

SGX Regco's decision is not an indication of the merits of the proposed delisting of the Target Company from the Official List of the SGX-ST.

(d) the announcement dated 13 January 2023 issued by the Target Company, in relation to the order of the Court granting leave to the Target Company to convene the Scheme Meeting to approve the Scheme;

(e) the scheme document dated 19 January 2023 despatched to the Scheme Shareholders (the "**Scheme Document**") containing, *inter alia*, the details of the Privatisation and the Scheme;

(f) the joint announcement dated 25 January 2023 issued by the Target Company and the Offeror in which the Offeror stated that it does not intend to increase the Scheme Consideration and that the Scheme Consideration is final; and

(b) the announcement dated 3 February 2023 issued by the Target Company in relation to the results of the Scheme Meeting held on the 3 February 2023, providing the approval of the Scheme from Scheme Shareholders.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Scheme Document.

2. NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

(a) As stated in the Scheme Document, if the Scheme is approved by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Target Company Scheme Shares voted at the Scheme Meeting, an application will be made to the Court by the Target Company for the sanction of the Scheme.

(b) In light of the approval by the Scheme Shareholders of the Scheme at the Scheme Meeting on 3 February 2023, the Target Company wishes to announce that:

(i) a summons HC/SUM 311/2023 in HC/OA 820/2022 (the "**Scheme Sanction Application**") was filed by the Target Company on 6 February 2023 in the Court to apply for an order of the Court for sanction of the Scheme (the "**Court Sanction**").

(ii) The Court has directed that:

(A) the Scheme Sanction Application be fixed for hearing on 28 February 2023 at a time to be confirmed ("**Court Hearing Date**");

(B) the following are to be tendered to Court by 21 February 2023:

(i) submissions and bundle of authorities which are to be exchanged, e-filed and tendered to Court;

(ii) attendance list; and

(iii) time bank;

(C) any Scheme Shareholder who wishes to object to the Scheme Sanction Application, is to file a reply affidavit in the Scheme Sanction Application by 13 February 2023; and

(D) the Target Company is to file its reply affidavit in the Scheme Sanction Application (if any) by 17 February 2023.

(c) Subject to the grant of the Court Sanction and the satisfaction (or where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme will become effective and binding upon the lodgement of the Court Sanction with ACRA.

3. DOCUMENTS FOR INSPECTION

A copy of the Scheme Sanction Application, and the accompanying affidavit, will be made available for inspection[1] during normal business hours at the registered office of the Target Company from the date hereof until (and including) the Court Hearing Date.

4. INDICATIVE TIMETABLE FOR THE SCHEME

(a) Subject to the grant of the Court Sanction on the Court Hearing Date, Scheme Shareholders should note the updated indicative timetable in relation to the Scheme as set out below:

Date of Court hearing of the application to sanction the Scheme	:	28 February 2023
Expected last day of trading of the Target Company Shares	:	1 March 2023
Expected Record Date	:	8 March 2023(1)
Expected Effective Date	:	9 March 2023(2)
Expected date for the payment of the Scheme Consideration	:	By 20 March 2023(1)
Expected date for the delisting of the Target Company Shares	:	22 March 2023

Notes:

(1) Assuming that the Effective Date is on 9 March 2023.

(2) The Scheme will only become effective and binding if all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and upon lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA after the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in Appendix 6 to the Scheme Document.

(b) Save for the Court Hearing Date, the above dates are indicative only and are subject to the grant of the Court Sanction on the Court Hearing Date. Please refer to future announcement(s) by the Target Company and/or SGX-ST for the exact dates of these events.

5. RESPONSIBILITY STATEMENT

The directors of the Target Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Target Company are fair and accurate and that, where appropriate, no material facts which relate to the Target Company have been omitted from this announcement, and the directors of the Target Company jointly and severally accept responsibility accordingly.

Where any information which relates to the Target Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Target Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

[1] Prior appointment will be appreciated

By Order of the Board
Colex Holdings Limited

Foo Soon Soo
Company Secretary
8 February 2023

*This announcement has been reviewed by the Target Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Ms Jennifer Tan, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

Any queries relating to this Announcement, the Privatisation or the Scheme should be directed to the following:

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